

Michael W. Mitchell (MM 6310)
 John Boyle (JB 0136)
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 MEAGHER & FLOM LLP
 Four Times Square
 New York, New York 10022
 (212) 735-3000
Attorneys for Plaintiff AL Solutions, Inc.

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
AL SOLUTIONS, INC.,	:	
	:	
Plaintiff,	:	08 Civ 5515 (CM)
	:	
- against -	:	
	:	
JAMEGY, INC. a/ka/ TITAN HOLDINGS, INC.,	:	DECLARATION OF JOHN
JAMEGY WV, INC. a/ka TITAN HOLDINGS WV,	:	BOYLE IN SUPPORT OF
INC.,	:	PLAINTIFF'S MOTION TO
	:	<u>REMAND</u>
	:	
Defendants.	:	
	:	
-----	X	

John Boyle, declares, under penalty of perjury pursuant to 28 U.S.C. § 1746, the following:

1. I am an attorney duly licensed to practice law in the State of New York and a member of the Bar of this Court. I am counsel to Skadden, Arps, Slate, Meagher & Flom LLP, attorneys for the Plaintiff, AL Solutions, Inc. (hereinafter, the "Plaintiff").
2. I submit this Declaration in support of the Plaintiff's Motion to Remand this action to New York State Supreme Court.

Procedural History

3. On May 20, 2008, Plaintiff filed a Complaint in the New York State Supreme Court. Plaintiff's claims arise out of numerous breaches of an asset purchase agreement, and related documents, pursuant to which Plaintiff purchased all of the assets of Jamegy, Inc.¹ and Jamegy WV, Inc.² (together "Jamegy" or the "Jamegy Defendants") in December 2006. (See Complaint attached as Exhibit A to the Defendants' Notice of Removal [Dkt. #1]).
4. On June 18, 2008, the Jamegy Defendants removed this action to federal court, claiming that federal diversity jurisdiction exists under 28 U.S.C. §1332. (See Notice of Removal [Dkt. #1] ¶ 5).

Plaintiff's Corporate "Citizenship"

5. Plaintiff is a corporation duly organized and existing under the laws of the State of Delaware and maintains its principal place of business in West Virginia. (See Cmpl. ¶ 9).

The Jamegy Defendants' Corporate Filings

6. Attached hereto as Exhibit A and B are records retrieved online from the Oregon Secretary of State website on or about January 7, 2008. Exhibit A contains true and correct copies of the online records from the Oregon Secretary of State that relate to Defendant Jamegy, Inc. a/k/a Titan Holdings, Inc. Exhibit B contains true and correct copies of the online records from the Oregon Secretary of State that relate to Defendant

¹ On or about January 18, 2007, Jamegy Inc. changed its name to Titan Holdings, Inc. (See Notice of Removal [Dkt. #1] ¶ 4).

² On or about January 16, 2007, Jamegy WV, Inc. changed its name to Titan Holdings WV, Inc. (See Notice of Removal [Dkt. #1] ¶ 4).

Jamegy WV, Inc. a/k/a Titan Holdings WV, Inc.

7. In these records, both Defendants are identified as corporations duly organized and existing under the laws of the State of Oregon. (See Exhibits A & B).
8. Those same records also identify West Virginia as the principal places of business for both Defendants. (See Exhibits A & B).
9. Specifically, Titan Holdings, Inc. (the entity previously known as Jamegy, Inc.), identified its principal place of business in West Virginia and provided a West Virginia mailing address. (See Exhibit A).
10. Similarly, Titan Holdings WV, Inc. (the entity previously known as Jamegy, WV, Inc.) also identified its principal place of business in West Virginia. It further provided a West Virginia mailing address, and West Virginia addresses for two of its officers. (See Exhibit B).
11. Attached hereto as Exhibit C and D are records retrieved online from the Oregon Secretary of State website on or about July 2, 2008 that relate to Defendants. Exhibit C contains true and correct copies of the July 2, 2008 online records from the Oregon Secretary of State that relate to Defendant Jamegy, Inc. a/k/a Titan Holdings, Inc. Exhibit D contains true and correct copies of the July 2, 2008 online records from the Oregon Secretary of State that relate to Defendant Jamegy WV, Inc. a/k/a Titan Holdings WV, Inc.
12. Although these records were amended by the Defendants at some point between January 7, 2008 and July 2, 2008 to revise some mailing address information, the identification of both Defendants' principal places of business remained unchanged. (See Exhibits C & D).

Both Defendants continued to designate West Virginia as their principal place of business in the records they have on file with the Oregon Secretary of State. (See Exhibits C & D).

13. Attached hereto as Exhibit E and F are online address filings that relate to the Defendants that were retrieved from the West Virginia Secretary of State website on or about July 2, 2008 and July 7, 2008. Exhibit E contains a true and correct copy of the online address filing from West Virginia that relates to Defendant Jamegy, Inc. a/k/a Titan Holdings, Inc. Exhibit F contains a true and correct copy of the online address filing from West Virginia that relates to Defendant Jamegy WV, Inc. a/k/a Titan Holdings WV, Inc. Both Defendants identify an Oregon post office box as their "principal office address" in these filings. (See Exhibits E & F).

Telephone Conferences with Defendants' Counsel

14. In an effort to ascertain the factual basis for the Jamegy Defendants' claim that their principal places of business were not as indicated in their Oregon corporate filings, I contacted Defendants' counsel.
15. On or about June 25, 2008, Joseph Samarias, counsel for the Jamegy Defendants, and I had a telephone conference. Although he indicated he would have to check into the matter, at that time Mr. Samarias indicated that it was his understanding that the Jamegy Defendants were not engaged in any ongoing business activities, but were merely awaiting resolution of this lawsuit and payment of any final amounts due under the Asset Purchase Agreement before winding up their operations.
16. With respect to the Oregon corporate filings that identified West Virginia as the Jamegy Defendants' principal places of business, Mr. Samarias stated that those records were

"wrong" and that Defendants' principal places of business were in Oregon.

17. On June 30, 2008, I spoke again with Mr. Samarias. During this conversation, Mr. Samarias informed me: (1) that neither Defendant maintains a separate corporate office in Oregon; (2) that both Defendants now use an Oregon post office box as a mailing addresses; (3) that Defendants have no active employees and their sole employee is the president, Devin Megy, who now resides in Oregon; (4) that Defendants' books and records are located in Oregon; and (5) that Defendants' bank accounts, containing approximately \$5 million, are maintained in a bank located in Pennsylvania.
18. Notably, Mr. Samarias also explained that, since the sale of their assets to Plaintiff in December 2006, the Jamegy Defendants are no longer actively transacting any of their usual corporate business and have not transacting any such business in Oregon. Mr. Samarias correctly observed that Defendants are effectively barred from doing so by virtue of the non-compete clause of the Asset Purchase Agreement which is the subject of this lawsuit. (See APA. ¶ 5.1, filed with the Defendants' Notice of Removal [Dkt. #1] as an exhibit to the Complaint).

Dated: July 8, 2008
New York, NY



John Boyle

Exhibit A

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Business Name Search

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Business Entity Data

01-07-2008

15:35

Registry Nbr	Entity Type	Entity Status	Jurisdiction	Registry Date	Duration Date	Renewal Date
247837-89	DBC	ACT	OREGON	05-14-1991		
Entity Name	TITAN HOLDINGS, INC.					
Foreign Name						

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Associated Names

Type	PPB	PRINCIPAL PLACE OF BUSINESS			
Addr 1	100 SOUTH CHESTER ST				
Addr 2					
CSZ	NEW CUMBERLAND	WV	26047	Country	UNITED STATES OF AMERICA

Please click here for general information about registered agents and service of process.

Type	AGT	REGISTERED AGENT	Start Date	06-15-1994	Resign Date	
Name	THOMAS	L	GALLAGHER	JR		
Addr 1	527 NW THIRD ST					
Addr 2						
CSZ	CORVALLIS	OR	97330	Country	UNITED STATES OF AMERICA	

Type	MAL	MAILING ADDRESS			
Addr 1	PO BOX 1224				
Addr 2					
CSZ	NEW CUMBERLAND	WV	26047	Country	UNITED STATES OF AMERICA

Type	PRE	PRESIDENT		Resign Date	
Name	DEVIN		MEGY		
Addr 1	136 LINCOLN HIGHLANDS DRIVE				
Addr 2					
CSZ	CORAOPOLIS	PA	15108	Country	UNITED STATES OF AMERICA

Type	SEC	SECRETARY		Resign Date	
Name	JOSEPH		MEGY		
Addr 1	137 CASA SUENO COURT				

Addr 2	Case 1:08-cv-05515-CM Document 8-2 Filed 07/08/2008 Page 3 of 4				
CSZ	RICHLAND	WA	99352	Country	UNITED STATES OF AMERICA

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[Name History](#)

Business Entity Name	Name Type	Name Status	Start Date	End Date
TITAN HOLDINGS, INC.	EN	CUR	01-18-2007	
JAMEGY, INC.	EN	PRE	05-14-1991	01-18-2007

Please read before ordering Copies.

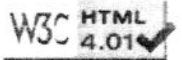
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01-18-2007	ARTICLES OF AMENDMENT	01-18-2007		FI	Name	
06-05-2006	AMENDMENT TO ANNUAL REPORT	06-05-2006		FI		
06-05-2006	ANNUAL REPORT	06-05-2006		FI		
05-19-2006	NOTICE LATE ANNUAL	05-19-2006		SYS		
05-10-2005	ANNUAL REPORT PAYMENT	05-10-2005		SYS		
05-18-2004	ANNUAL REPORT PAYMENT	05-18-2004		SYS		
05-15-2003	ANNUAL REPORT PAYMENT	05-15-2003		SYS		
05-07-2002	ANNUAL REPORT PAYMENT	05-07-2002		SYS		
05-11-2001	ANNUAL REPORT PAYMENT	05-11-2001		SYS		
05-04-2000	STRAIGHT RENEWAL	05-04-2000		FI		
05-19-1999	STRAIGHT RENEWAL	05-17-1999		FI		
05-29-1998	NB AMENDMENT	05-29-1998		FI		
05-28-1998	NB AMENDMENT	05-28-1998		FI		
05-22-1998	STRAIGHT RENEWAL	05-15-1998		FI		
05-19-1997	STRAIGHT RENEWAL	05-12-1997		FI		
05-23-1996	STRAIGHT RENEWAL	05-17-1996		FI		
05-23-1996	CHANGED RENEWAL	05-17-1996		FI		

05-15-1995	STRAIGHT RENEWAL	05-15-1995		FI		
06-16-1994	AMENDED RENEWAL	06-16-1994		FI		
06-15-1994	AGENT/AUTH REP CHNG	06-15-1994		FI		
06-02-1993	AMENDED RENEWAL	05-26-1993		FI		
05-21-1993	NOTICE	05-25-1993		SYS		
04-29-1992	AMENDED RENEWAL	04-24-1992		FI		
05-14-1991	NEW FILING	05-14-1991		FI		

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Exhibit B

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Business Name Search[New Search](#)[Printer Friendly](#)**Business Entity Data**01-07-2008
15:34

Registry Nbr	Entity Type	Entity Status	Jurisdiction	Registry Date	Duration Date	Renewal Date
364595-84	DBC	ACT	OREGON	09-21-1993		
Entity Name	TITAN HOLDINGS WV, INC.					
Foreign Name						

[New Search](#)[Printer Friendly](#)**Associated Names**

Type	PPB	PRINCIPAL PLACE OF BUSINESS			
Addr 1	S CHESTER STREET				
Addr 2					
CSZ	NEW CUMBERLAND	WV	26047	Country	UNITED STATES OF AMERICA

Please click here for general information about registered agents and service of process.

Type	AGT	REGISTERED AGENT			Start Date	06-15-1994	Resign Date	
Name	THOMAS		L	GALLAGHER		JR		
Addr 1	527 NW THIRD ST							
Addr 2								
CSZ	CORVALLIS	OR	97330			Country	UNITED STATES OF AMERICA	

Type	MAL MAILING ADDRESS				
Addr 1	P O BOX 1224				
Addr 2					
CSZ	NEW CUMBERLAND	WV	26047	Country	UNITED STATES OF AMERICA

Type	PRE	PRESIDENT							Resign Date	
Name	JOSEPH		A	MEGY						
Addr 1	PO BOX 91									
Addr 2										
CSZ	NEW CUMBERLAND		WV	26047			Country	UNITED STATES OF AMERICA		

Type	SEC	SECRETARY		Resign Date	
Name	JOE		ALONGI		

Addr 1	3350A PENNSYLVANIA AVE				
Addr 2					
CSZ	WEIRTON	WV	26062	Country	UNITED STATES OF AMERICA

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Name History

Business Entity Name	Name Type	Name Status	Start Date	End Date
TITAN HOLDINGS WV, INC.	EN	CUR	01-16-2007	
JAMEGY WV., INC.	EN	PRE	09-21-1993	01-16-2007

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Summary History

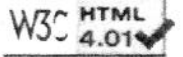
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01-16-2007	ARTICLES OF AMENDMENT	01-16-2007		FI	Name	
09-20-2006	ANNUAL REPORT PAYMENT	09-20-2006		SYS		
09-07-2005	ANNUAL REPORT PAYMENT	09-07-2005		SYS		
09-03-2004	ANNUAL REPORT PAYMENT	09-03-2004		SYS		
09-16-2003	ANNUAL REPORT PAYMENT	09-16-2003		SYS		
09-17-2002	ANNUAL REPORT PAYMENT	09-17-2002		SYS		
09-21-2001	ANNUAL REPORT PAYMENT	09-21-2001		SYS		
10-11-2000	CHANGED RENEWAL	10-11-2000		FI		
10-03-2000	STRAIGHT RENEWAL	10-03-2000		FI		
09-29-2000	NOTICE	10-02-2000		SYS		
10-15-1999	STRAIGHT RENEWAL	10-15-1999		FI		
10-01-1999	NOTICE	10-04-1999		SYS		
09-17-1998	STRAIGHT RENEWAL	09-14-1998		FI		
09-19-1997	STRAIGHT RENEWAL	09-16-1997		FI		
09-27-1996	NOTICE	09-30-1996		SYS		
09-30-1996	STRAIGHT RENEWAL	09-18-1996		FI		
10-10-						

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1995	AMENDED RENEWAL	10-10-1995		FI		
09-29-1995	NOTICE	10-02-1995		SYS		
10-28-1994	AMENDED RENEWAL	10-28-1994		FI		
06-15-1994	AGENT/AUTH REP CHNG	06-15-1994		FI		
09-21-1993	NEW FILING	09-21-1993		FI		

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Exhibit C

Type	PRE	PRESIDENT			Resign Date	
Name	DEVIN		MEGY			
Addr 1	1001 NW LOVEJOY UNIT 705					
Addr 2						
CSZ	PORTLAND	OR	97209		Country	UNITED STATES OF AMERICA

Type	SEC	SECRETARY			Resign Date	
Name	JOSEPH		MEGY			
Addr 1	137 CASA SUENO COURT					
Addr 2						
CSZ	RICHLAND	WA	99352		Country	UNITED STATES OF AMERICA

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Name History

Business Entity Name	Name Type	Name Status	Start Date	End Date
TITAN HOLDINGS, INC.	EN	CUR	01-18-2007	
JAMEGY, INC.	EN	PRE	05-14-1991	01-18-2007

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Summary History

Image Date	Action	Transaction Date	Effective Date	Status	Name/Agent Change	Dissolved By
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01-17-2008	AMENDMENT TO ANNUAL REPORT	01-17-2008		FI		
05-08-2007	ANNUAL REPORT PAYMENT	05-08-2007		SYS		
01-18-2007	ARTICLES OF AMENDMENT	01-18-2007		FI	Name	
06-05-2006	AMENDMENT TO ANNUAL REPORT	06-05-2006		FI		
06-05-2006	ANNUAL REPORT	06-05-2006		FI		
05-19-2006	NOTICE LATE ANNUAL	05-19-2006		SYS		
05-10-2005	ANNUAL REPORT PAYMENT	05-10-2005		SYS		

05-18-2004	ANNUAL REPORT PAYMENT	05-18-2004		SYS		
05-15-2003	ANNUAL REPORT PAYMENT	05-15-2003		SYS		
05-07-2002	ANNUAL REPORT PAYMENT	05-07-2002		SYS		
05-11-2001	ANNUAL REPORT PAYMENT	05-11-2001		SYS		
05-04-2000	STRAIGHT RENEWAL	05-04-2000		FI		
05-19-1999	STRAIGHT RENEWAL	05-17-1999		FI		
05-29-1998	NB AMENDMENT	05-29-1998		FI		
05-28-1998	NB AMENDMENT	05-28-1998		FI		
05-22-1998	STRAIGHT RENEWAL	05-15-1998		FI		
05-19-1997	STRAIGHT RENEWAL	05-12-1997		FI		
05-23-1996	STRAIGHT RENEWAL	05-17-1996		FI		
05-23-1996	CHANGED RENEWAL	05-17-1996		FI		
05-15-1995	STRAIGHT RENEWAL	05-15-1995		FI		
06-16-1994	AMENDED RENEWAL	06-16-1994		FI		
06-15-1994	AGENT/AUTH REP CHNG	06-15-1994		FI		
06-02-1993	AMENDED RENEWAL	05-26-1993		FI		
05-21-1993	NOTICE	05-25-1993		SYS		
04-29-1992	AMENDED RENEWAL	04-24-1992		FI		
05-14-1991	NEW FILING	05-14-1991		FI		

Exhibit D

Business Registry Business Name Search

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Business Entity Data

07-02-2008

09:24

Registry Nbr	Entity Type	Entity Status	Jurisdiction	Registry Date	Duration Date	Renewal Date
364595-84	DBC	ACT	OREGON	09-21-1993		
Entity Name TITAN HOLDINGS WV, INC.						
Foreign Name						

[New Search](#)

Associated Names

Type	PPB	PRINCIPAL PLACE OF BUSINESS			
Addr 1	100 S CHESTER ST				
Addr 2					
CSZ	NEW CUMBERLAND	WV	26047		Country UNITED STATES OF AMERICA

Please click here for general information about registered agents and service of process.

Type	AGT	REGISTERED AGENT			Start Date	06-15-1994	Resign Date	
Name	THOMAS	L	GALLAGHER	JR				
Addr 1	527 NW THIRD ST							
Addr 2								
CSZ	CORVALLIS	OR	97330		Country	UNITED STATES OF AMERICA		

Type	MAL	MAILING ADDRESS				
Addr 1	PO BOX 1417					
Addr 2						
CSZ	PORTLAND	OR	97207		Country	UNITED STATES OF AMERICA

Type	PRE	PRESIDENT					Resign Date	
Name	DEVIN			MEGY				
Addr 1	1001 NW LOVEJOY UNIT 705							
Addr 2								
CSZ	PORTLAND	OR	97209		Country	UNITED STATES OF AMERICA		

Type	SEC	SECRETARY			Resign Date	
Name	JOSEPH		MEGY			

Addr 1	137 CASA SUENO COURT				
Addr 2					
CSZ	RICHLAND	WA	99352	Country	UNITED STATES OF AMERICA

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Name History

Business Entity Name	Name Type	Name Status	Start Date	End Date
TITAN HOLDINGS WV, INC.	EN	CUR	01-16-2007	
JAMEGY WV., INC.	EN	PRE	09-21-1993	01-16-2007

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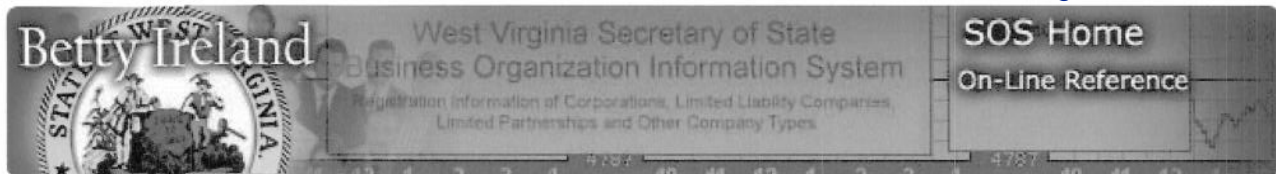
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08-23-2007	ANNUAL REPORT PAYMENT	08-23-2007		SYS		
01-16-2007	ARTICLES OF AMENDMENT	01-16-2007		FI	Name	
09-20-2006	ANNUAL REPORT PAYMENT	09-20-2006		SYS		
09-07-2005	ANNUAL REPORT PAYMENT	09-07-2005		SYS		
09-03-2004	ANNUAL REPORT PAYMENT	09-03-2004		SYS		
09-16-2003	ANNUAL REPORT PAYMENT	09-16-2003		SYS		
09-17-2002	ANNUAL REPORT PAYMENT	09-17-2002		SYS		
09-21-2001	ANNUAL REPORT PAYMENT	09-21-2001		SYS		
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06-15-1994	AGENT/AUTH REP CHNG	06-15-1994		FI		
09-21-1993	NEW FILING	09-21-1993		FI		

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Exhibit E



Name: TITAN HOLDINGS, INC.

Type: C Eff Date: 7/30/1992 Ch Type: F Term Date:

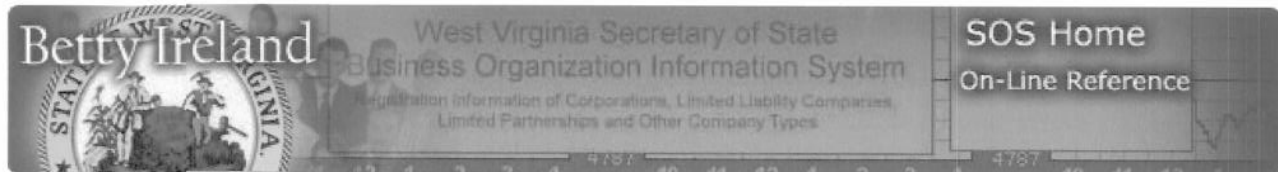
Sec Type: Fil Date: 7/30/1992 Class: P Term Reas:

Main	Addresses	Officers	DBAs	Names	Mergers	Subsidiaries
Amendments	Ann Reports	Dissolutions	Results	New Search	Logoff	

Address Information

Principal Office Address PO BOX 1417 . City State/Pr Country Zip PORTLAND OR USA 97207	Mailing Address . . City State/Pr Country Zip .
Local Office Address . . City State/Pr Country Zip .	Mailing Address . . City State/Pr Country Zip .
Notice of Process Address DEVIN MAGY PO BOX 1417 . City State/Pr Country Zip PORTLAND OR USA 97207	Mailing Address . . City State/Pr Country Zip .

Exhibit F



Name: TITAN HOLDINGS WV, INC.

Type: C Eff Date: 7/20/1995 Ch Type: F Term Date:

Sec Type: Fil Date: 7/20/1995 Class: P Term Reas:

Main	Addresses	Officers	DBAs	Names	Mergers	Subsidiaries
Amendments	Ann Reports	Dissolutions	Results	New Search	Logoff	

Address Information

Principal Office Address PO BOX 1417 . City State/Pr Country Zip PORTLAND OR USA 97207	Mailing Address . . City State/Pr Country Zip .
Local Office Address . . City State/Pr Country Zip .	Mailing Address . . City State/Pr Country Zip .
Notice of Process Address DEVIN MEGY PO BOX 1417 . City State/Pr Country Zip PORTLAND OR USA 97207	Mailing Address . . City State/Pr Country Zip .